

BROWN RUDNICK LLP

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*Counsel to the General Motors Nova Scotia
Finance Company Noteholders Identified Herein*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**MOTORS LIQUIDATION COMPANY,
et al.,**

Debtors

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**STATEMENT OF BROWN RUDNICK LLP PURSUANT TO RULE 2019 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

1. Brown Rudnick LLP ("Brown Rudnick"), in connection with its representation of the Noteholders (as defined below), hereby submits this statement in accordance with Rule 2019 of the Federal Rules of Bankruptcy Procedure ("Rule 2019").

2. Brown Rudnick currently represents the below-listed parties (together, the "Noteholders") with respect to their respective claims based upon beneficial ownership of the £350,000,000 8.375% Guaranteed Notes due December 7, 2015 (the "2015 Notes") and the £250,000,000 8.875% Guaranteed Notes due July 10, 2023 (the "2023 Notes" and, collectively with the 2015 Notes, the "Notes"), issued by General Motors Nova Scotia Finance Company ("Finance"), which Notes are fully and unconditionally guaranteed by Motors Liquidation Company f/k/a General Motors Corporation ("Motors");

Party	Address	Principal Amount of Notes Held	Approx. Date Notes Acquired or Sold
Anchorage Capital Master Offshore Ltd	c/o Anchorage Capital Group, L.L.C., 610 Broadway, 6th Floor New York, New York, 10012	£35,000,000	8/5/2009 - 8/10/2010
Canyon-GRF Master Fund, L.P.	c/o Canyon Capital Advisors LLC 2000 Avenue of the Stars, 11th Floor Los Angeles, CA 90067	£435,000	11/13/2009 - 4/7/2010
Canyon Value Realization Fund, L.P.	c/o Canyon Capital Advisors LLC 2000 Avenue of the Stars, 11th Floor Los Angeles, CA 90067	£1,831,000	11/13/2009 - 4/7/2010
CSS, LLC	175 W Jackson Blvd #440 Chicago IL 60604	£3,000,000	9/17/2009
CQS Directional Opportunities Master Fund Limited	c/o CQS (UK) LLP 5th Floor 33 Grosvenor Place London SW1X 7HY	£7,000,000	9/17/2009
KIVU Investment Fund Limited	c/o CQS (UK) LLP 5th Floor 33 Grosvenor Place London SW1X 7HY	£3,000,000	9/17/2009
Knighthead Master Fund, LP	c/o Knighthead Capital Management, L.L.C. 623 Fifth Avenue, 29th Floor New York, New York 10022	£15,185,000	1/6/2010 - 10/28/2010
LMA SPC for and on behalf of MAP 84	c/o Knighthead Capital Management, L.L.C. 623 Fifth Avenue, 29th Floor New York, New York 10022	£815,000	1/6/2010 - 10/28/2010
Lyxor/Canyon Value Realization Fund Limited	c/o Canyon Capital Advisors LLC 2000 Avenue of the Stars, 11th Floor Los Angeles, CA 90067	£761,000	11/13/2009 - 4/7/2010
Onex Debt Opportunity Fund, Ltd.	c/o Onex Credit Partners, LLC Onex Credit Partners, LLC 910 Sylvan Avenue Englewood Cliffs, NJ 07632	£6,750,000	5/28/2009 - 6/2/2009
Redwood Master Fund Ltd	910 Sylvan Ave Englewood Cliffs, NJ 07632	£7,760,000	1/12/2006 - 5/28/2009
The Canyon Value Realization Master Fund, L.P.	c/o Canyon Capital Advisors LLC 2000 Avenue of the Stars, 11th Floor Los Angeles, CA 90067	£5,631,000	11/13/2009 - 4/7/2010
TOTAL		£87,168,000	

3. Brown Rudnick was engaged by the Noteholders in December of 2010 to provide certain legal services in respect to their Notes.

4. Amounts and date ranges set forth in the chart in paragraph 2 of this 2019 Statement correspond to the amounts reported to Brown Rudnick in connection with this Rule 2019 statement, and may or may not correspond to the holdings as set forth in proofs of claim

filed with respect to the Notes.

5. Additional information reported to Brown Rudnick in connection with this Rule 2019 statement concerning the time of any purchase or sale of the Notes by the Noteholders and the prices paid or received is set forth on Exhibit A attached hereto.

6. Although each individual Noteholder has hired Brown Rudnick to represent its interests and to enable the individual parties to be heard in a more efficient and cost-effective manner in these cases, each Noteholder makes its own decisions as to how it wishes to proceed and does not act for, or purport to represent or speak on behalf of, any other Noteholder.

7. Brown Rudnick does not own any claims against or interests in the Debtors. Brown Rudnick has not made any inquiry concerning whether any of its shareholders or employees personally hold any claims against or interests in the Debtors.

8. The undersigned declares under penalty of perjury that the foregoing is true and correct.

Dated: March 8, 2011
New York, New York

Respectfully submitted,

BROWN RUDNICK LLP

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